


FILED IN THE
UNITED STATES
BANKRUPTCY COURT
DISTRICT OF UTAH

Apr 11 4 09 PM '03

WILLIAM G. STELLER, CLERK
CLERK OF COURT

BY:  DEPUTY CLERK

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Attorneys for Official Committee of
Unsecured Creditors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:)	Bankruptcy No. 02-22906 GEC
)	(Chapter 11)
SIMON TRANSPORTATION SERVICES INC.)	[JOINTLY ADMINISTERED]
and DICK SIMON TRUCKING, INC.)	
)	Judge Glen E. Clark
Debtors.)	

**THIRD APPLICATION FOR COMPENSATION BY
FABIAN & CLENDENIN, COUNSEL FOR
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Fabian & Clendenin, a Utah professional corporation, ("F&C") counsel for the Official Unsecured Creditors Committee (the "Committee") submits this Third Application for Compensation pursuant to 11 U.S.C. §§ 330 and 331. F&C requests approval of fees for legal services rendered in the amount of \$84,928.05 and reimbursement of actual expenses incurred in the amount of \$2,590.21 for a total of \$87,518.26. F&C also requests payment of said approved



fees and expenses. The period covered by this application is from October 25, 2003 to March 12, 2003, the dated of the entry of the Order Confirming the Amended Joint Plan of Liquidation.

I. THE APPLICANT AND THE APPLICATION.

1. The Debtors filed their voluntary Chapter 11 petition commencing this bankruptcy case on February 25, 2002.

2. Pursuant to 11 U.S.C. § 1102(a)(1), on or about March 4, 2002, the following creditors were organized by the United States Trustee ("UST") as the Committee:

Sierra Freightliner
Mike Holmes
1550 East Greg Street
Sparks, NV 89431-6550

Tire Distribution Systems
Eric Brewer/Brad Tibbs
11900 West 44th Avenue
Wheatridge, CO 80033

Greyhound Lines Inc.
David M. Reeves
2425 East Kearney Street
Springfield, MO 65807

Michelin North America
Robert Rattray
1 Parkway South
P.O. Box 19001
Greenville, SC 29615

Atlanta Freightliner Truck Sales
Toney Fitzgerald
5884 Frontage Road
Forest Park, GA 30297

Reiskamp Equipment Company
Edward B. Reiskamp
8068 Woodland Drive
Indianapolis, IN 46278

3. Pursuant to 11 U.S.C. § 1103 and Fed. R. Bankr. P. 2014, the Committee voted to seek an order approving the employment of F&C as its attorneys in this case.

4. The Committee filed its Application for Appointment of Counsel To Unsecured Creditor's Committee on or about March 19, 2002. The Application was supported by the Affidavit of Peter W. Billings dated March 19, 2002.

5. After notice and hearing, the Court entered its Order Approving Employment of Counsel for Official Committee of Unsecured Creditors on March 21, 2002. The Order authorized F&C's employment as counsel to the Committee pursuant to 11 U.S.C. §

1103(a). Pursuant to the Order, compensation is to be paid in accordance with the applicable requirements of 11 U.S.C. § 330.

6. Pursuant to this Court's order with respect to cash collateral, F&C received a retainer of \$150,000.00 from the estate. F&C filed its First Application for Compensation on May 23, 2002 for the period from March 4, 2002 through April 30, 2002. The application sought an award of \$85,205.00 and reimbursement of expenses in the amount of \$1,245.17.

7. F&C filed its Second Application for Compensation on October 25, 2002 for the period May 1, 2002 through October 24, 2002. The second application sought an award of \$95,858.25 and reimbursement of expenses in the amount of \$1,470.13.

8. Both the first and second applications were heard on November 20, 2002, and the Court issued an order dated November 26, 2002 approving both applications. F&C has been paid all amounts owed under both applications, except \$1,000. An addition error in the November 26 order accounts for the \$1,000 discrepancy. The total of both applications is \$183,778.55, not \$182,778.55 as stated in the order. F&C seeks payment of the \$1,000 pursuant to this third application.

9. All services for which compensation is requested by F&C were performed for and on behalf of the Committee and not on behalf of any creditor or other party in interest or person.

10. F&C has not agreed to share compensation to be rendered in this case with any other person, except as among members of the firm.

II. CASE STATUS.

11. The Court approved the sale of substantially all of the Debtors' assets to Central Refrigerated Service, Inc. ("Central") on April 8, 2002. The sale closed on April 22, 2002. Almost immediately after the closing of the sale, Freightliner filed a motion to set aside the sale order on the grounds that Freightliner had not received adequate notice. Freightliner also asserted that the "Tradeback" agreements were not executory contracts and even if executory contracts, Central had not paid consideration for the assignment. Considerable time has been spent by the Applicant on issues raised by the Freightliner motion and the various hearings.

12. The Debtor and the Committee filed a joint liquidating plan of reorganization. The plan was confirmed by order entered on March 12, 2003. The Applicant took the leading role in preparing the various amendments to the plan and disclosure statement and in presenting the disclosure statement and plan at the related hearings.

13. The Applicant has also spent considerable effort in analyzing administrative claims, particularly those asserted by the equipment lessor claims and directed the work of PricewaterhouseCoopers in connection with these claims. The resolution of these claims will determine the amount eventually distributed to unsecured creditors.

14. In addition to time spent on the Freightliner issues, administrative claims and obtaining confirmation of the joint liquidating plan of liquidation and disclosure statement, the Applicant also devoted time to (1) the RLI issues (including a dispute with Central over the ownership of a preference claim against RLI), (2) securities issues and the necessary SEC filings and (3) various other miscellaneous matters detailed below.

III. DESCRIPTION OF APPLICANT'S SERVICES FOR COMMITTEE.

15. Since filing its application for appointment, F&C has rendered professional services to the Committee in connection with this Chapter 11 case. All of the services and costs for which F&C now seeks compensation and reimbursement have been reasonable and necessary and having benefited the estate. A summary of F&C's services for the Committee is set forth using project categories as follows:

ASSET DISPOSITION

(See Matter 3 in Schedule 2)

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Peter Billings	47.50	\$250.00	\$11,875.00
Jay B. Bell	0.64	\$215.00	137.60
Gary E. Jubber	21.50	\$215.00	4,622.50
Douglas J. Payne	25.05	\$195.00	4,884.75
Kelly J. Latimer	6.85	\$120.00	822.00

<u>Paralegal</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Holley R. Freeman	<u>6.85</u>	\$85.00	\$ <u>822.00</u>
Total	123.79		\$24,233.10

16. Applicant has provided services to the estate relating to the motion filed by Freightliner challenging the sale and the assumption and assignment of tradeback agreements to Central. As instructed by the Court, Applicant prepared the order providing for an auction of the tradeback agreements and thereafter participated in numerous discussions with Central, Freightliner and the Debtor to stay the order and in an attempt to resolve the issues raised by the

motion for reconsideration. Applicant attended the lengthy hearings held by the Court after the Court granted Central's motion for reconsideration. Applicant also prepared a memorandum on the issue of whether the tradeback agreements are executory contracts.

CASE ADMINISTRATION

(See Matter 5 in Schedule 2)

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Peter W. Billings	6.00	\$250.00	\$1,500.00
Jay B. Bell	4.63	\$215.00	995.45
Gary E. Jubber	4.10	\$215.00	881.50
Victor A. Pollak	0.50	\$205.00	102.50
John M. Climaco	3.05	\$125.00	381.25
Paralegal	Hours	Rate	Amount
Holley R. Freeman	<u>5.00</u>	\$85.00	\$ <u>425.00</u>
Total	23.28		\$4,285.70

17. F&C has responded to numerous requests from parties in interest regarding the status of the case. F&C has also analyzed securities issues for the estate and assisted in the completion of necessary securities filings.

CLAIMS ADMINISTRATION & OBJECTION

(See Matter 6 in Schedule 2)

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Peter W. Billings	55.40	\$250.00	\$13,850.00
Gary E. Jubber	27.00	\$215.00	5,805.00
Douglas J. Payne	1.20	\$195.00	234.00
Matthew L. Anderson	29.30	\$155.00	4,541.50
David N. Kelley	14.30	\$125.00	1,787.50

<u>Paralegal</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Holley R. Freeman	<u>7.00</u>	\$85.00	\$ <u>595.00</u>
Total	134.20		\$26,813.00

18. F&C has conducted an extensive review and analysis of the potential administrative claims against the estate, particularly the equipment lessor claims, and the claim filed by Thermo King SVC and possible obligations to such claims. Working with PricewaterhouseCoopers, the Applicant prepared letters to several lessor outlining the factual and legal issues. F&C has negotiated a settlement of the claim filed by Daimler Chrysler and had ongoing settlement discussions with other administrative claimants.

EMPLOYMENT APPLICATIONS

(See Matter 8 in Schedule 2)

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Peter W. Billings	4.90	\$250.00	\$ 1,225.00
Gary E. Jubber	8.10	\$215.00	1,741.50
John M. Climaco	<u>0.25</u>	\$125.00	<u>31.25</u>
Total	13.25		\$2,997.75

19. F&C is seeking compensation for the preparation of its fee applications and in seeking Court approval of the applications. F&C also arranged for the employment of Holme, Roberts & Owen as special counsel for the estate.

PLAN & DISCLOSURE STATEMENT

(See Matter 12 in Schedule 2)

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Peter W. Billings	66.30	\$250.00	\$16,575.00
Gary E. Jubber	28.70	\$215.00	6,170.50
Douglas J. Payne	<u>15.40</u>	\$195.00	<u>3,003.00</u>
Total	110.40		\$25,748.50

20. The Applicant is seeking compensation for services related to the drafting and revising of and obtaining approval of the disclosure statement and confirmation of the joint amended plan of liquidation. Among other things, the Applicant modified the disclosure statement and plan to meet the objections of the U.S. Trustee and others. The Applicant also dealt with problems with the mailing matrix and the balloting agent. The plan was confirmed by order entered March 12, 2003.

RELIEF FROM STAY PROCEEDINGS

(See Matter 13 in Schedule 2)

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gary E. Jubber	<u>2.50</u>	\$215.00	\$ <u>537.50</u>
Total	2.50		\$ 537.50

21. As counsel for the Committee, the Applicant analyzed several relief from stay motions filed by secured creditors and tort claimants and communicated with counsel for the Debtors and moving parties regarding the motions.

LITIGATION

(See Matter 14 in Schedule 2)

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Gary E. Jubber	1.00	\$215.00	\$ 215.00
Douglas J. Payne	<u>0.50</u>	\$195.00	<u>97.50</u>
Total	1.50		\$ 312.50

22. During the period covered by this application, F&C resolved issues relating to an appeal filed with the Bankruptcy Appellate Panel by Freightliner.

V. VALUE OF SERVICES.

23. F&C has spent a total of 374.67 hours rendering professional services on behalf of the Committee from October 25, 2002 through March 12, 2003.

24. Based upon the rates F&C customarily charges for its services, as set forth in the attached Schedule 1, the value of the professional services rendered from October 25, 2002 through March 12, 2003 totals \$82,016.80. In no event does F&C request fees greater than the hourly fee usually charged non-bankruptcy clients for the time of attorneys and paralegals associated with F&C. F&C raised its professional rates annually to reflect the increased skill and experience of its practitioners.

25. The value of the services rendered by F&C is comparable to the value of like services customarily rendered by comparably skilled attorneys and paraprofessionals in the Salt Lake City, Utah area for similar work performed on behalf of private clients in cases other than those arising under Title 11 of the United States Code.

26. Applicant has incurred costs and necessary expenses in connection with its representation of the Committee from October 25, 2002 through March 12, 2003 totaling \$2,590.21 for which it has not previously applied, and for which it should be reimbursed. Schedule 4 lists and itemizes those unreimbursed costs.

27. The requested expenses are reasonable and economical and reflect expenses customarily charged by F&C to non-bankruptcy clients. F&C has prorated expenses where appropriate. Where expenses have been incurred by F&C to third parties, the expenses reflect the actual amount billed to and paid by F&C. The expenses incurred in-house reflect the actual cost of such expenses to F&C. F&C has not requested reimbursement for any expenses in the nature of overhead.

VI. SCHEDULES.

28. The following schedules are attached in support of F&C's Third Application for Compensation:

Schedule 1. Summary sheet containing (i) total compensation and expenses requested and any amount previously requested; (ii) total compensation and expenses previously awarded by the court; (iii) name and applicable billing rate for each person who billed time during the period, and date of bar admission for each attorney; (iv) total hours billed and total amount of billing for each person who billed time during bill period; and (v) computation of blended hourly rate for persons who billed time during period, excluding paralegal or other paraprofessional time.

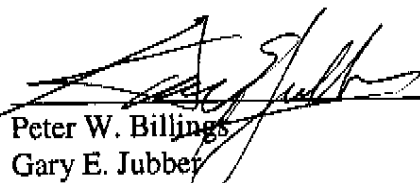
Schedule 2. A detailed listing, by project category, of all time spent by F&C rendering professional services to the Committee. Time and service entries are reported in chronological order under each project category. An itemization of expenses for which reimbursement is sought is also provided by category. All of the services and expenses listed in Schedule 2 were reasonable and necessary in representing and protecting the Committee's interests in the case.

29. F&C reserves the right to supplement this application for services rendered and costs expended during the course of the fee application process.

CONCLUSION


WHEREFORE, F&C requests an Order approving and allowing payment of its fees in the amount of \$84,928.05, and its expenses in the amount of \$2,590.21 for a total of \$87,518.26 for the period October 25, 2002 through March 12, 2003. F&C also requests approval of payment of the \$1,000 that remains unpaid from its first and second application as noted in paragraph 8 above. F&C also requests that the Order permit payment of such approved fees and expenses as a Chapter 11 administrative expense allowable under 11 U.S.C. § 503.

DATED this 11 day of April, 2003.


Peter W. Billings
Gary E. Jubber
FABIAN & CLENDENIN,
a Professional Corporation
Attorneys for Official Committee
of Unsecured Creditors

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

GARY E. JUBBER, being first duly sworn, says that he is a shareholder of Fabian & Clendenin, a professional corporation, the Applicant in the foregoing Verified Application; that he has read the foregoing verified application and knows the contents thereof; and that the same is true to his own knowledge, except as to those matters therein stated on information and belief, and as to those matters, he believes the same to be true and correct.


GARY E. JUBBER

SUBSCRIBED AND SWORN to before me this 11th day of April, 2003.


NOTARY PUBLIC
Residing at Salt Lake County



Schedule 1

Schedule 1 - Summary

**1. TOTAL COMPENSATION AND EXPENSES REQUESTED FOR PERIOD
OCTOBER 25, 2002 THROUGH MARCH 12, 2003:**

(i)	Previous Balance	\$ 1,000.00
(ii)	Fees	\$84,928.05
(iii)	Expenses	\$ <u>2,590.21</u>
		\$88,518.26

2. PREVIOUS AWARDS: \$86,450.17 and \$96,328.38

3. PROFESSIONAL INFORMATION

<u>Name</u>	<u>Admitted to Bar</u>	<u>Billing Rate</u>	<u>Hours Billed</u>	<u>Value</u>
Peter W. Billings	1973	\$250.00	180.10	\$45,025.00
Jay B. Bell	1978	\$215.00	5.27	1,133.05
Gary E. Jubber	1980	\$215.00	92.90	19,973.50
Douglas J. Payne	1983	\$195.00	42.15	8,219.25
Victor A. Pollak	1993	\$205.00	0.50	102.50
Matthew L. Anderson	1996	\$155.00	29.30	4,541.50
David N. Kelley	2001	\$125.00	14.30	1,787.50
John M. Climaco	2001	\$125.00	3.30	412.50
Kelly J. Latimer	2001	\$120.00	<u>6.85</u>	\$ <u>822.00</u>
Total			374.67	\$82,016.80

4. BLENDED HOURLY RATE:

\$82,016.80 (excluding paraprofessional) = \$218.90/hr.
374.67 hrs. (excluding paraprofessional)

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and correct copy of the foregoing *Third Application for Compensation by Fabian & Clendenin, Counsel for Official Committee of Unsecured Creditors* was mailed, postage pre-paid, this 11th day of April, 2003, to the following:

Laurie A. Crandall
OFFICE OF THE UNITED STATES TRUSTEE
Boston Building
9 Exchange Place, Suite 100
Salt Lake City, UT 84111

Weston L. Harris, Esq.
R. Kimball Mosier, Esq.
PARSONS DAVIES KINGHORN & PETERS
185 South State Street, Suite 700
Salt Lake City, Utah 84111

Scott J. Goldstein, Esq.
SPENCER FANE BRITT & BROWNE
1000 Walnut, Suite 1400
Kansas City, MO 64106



Schedule 2

Fabian & Clendenin

Attorneys at Law

P.O. Box 510210

Salt Lake City, UT 84151-0210

Telephone: (801) 531-8900

April 11, 2003

Invoice # 104863

Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

For Services Rendered Through March 12, 2003

Previous Balance		\$ 183,778.55
Net Payments		<32,778.55>
Advance Deposit Applied		<150,000.00>
Balance Forward		1,000.00
Current Fees	84,928.05	
Current Disbursements	2,590.21	
Total Current Charges		87,518.26
Total Due		\$ 88,518.26

**ASSET DISPOSITION
(Matter No. 3)**

Fabian & Clendenin

April 11, 2003

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
003 : Asset Disposition				
10-25-02	Analysis regarding value of tradebacks and strategy regarding auction between Central and Freightliner	GEJ	0.40	86.00
10-25-02	Work on order for tradeback agreements	PB	0.80	200.00
10-28-02	Work on tradeback order and draft e-mail transmitted to Emery, Beckett and Goldstein	PB	2.90	725.00
10-29-02	Review and revise order denying motion to assume and assign (.4); analysis regarding auction procedures and add terms to order (.5)	GEJ	0.90	193.50
10-29-02	Work on tradeback order and discussion with Gil Miller and Gary Jubber	PB	1.80	450.00
10-29-02	Draft list of documents for subpoena or 2004 exam for lessees of nonassumed leases (.8); Work on drafting motions for Rule 2004 exams for 13 lessees (1.5)	DJP	2.30	448.50
10-30-02	Draft letter to counsel for non-assumed leases regarding tradeback auction and Rule 2004 exams	DJP	0.80	156.00
10-31-02	Edit letter and 2007 requests to lessors regarding tradeback discovery	PB	0.50	125.00
10-31-02	Analysis regarding revisions to proposed order and auction procedures (.3)	GEJ	0.30	64.50
10-31-02	Work on indemnifying lessees and counsel and prepare motions for 2004 exams	DJP	2.50	487.50

Fabian & Clendenin

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
11-01-02	Work on letters regarding Tradeback Agreements and Rule 2004 exam orders to attorney for leasing companies	DJP	3.80	741.00
11-04-02	Two telephone conferences with George Pratt regarding Wells Fargo vehicles and Tradeback Agreement (.5); Review correspondence from Mark Gaylord regarding Fleet Capital & Tradeback (.2); Telephone conference Mr. Gaylord (.2)	DJP	0.90	175.50
11-04-02	Work on proposed order regarding tradebacks and calls to Emery and Beckett	PB	0.80	200.00
11-05-02	Review Tradeback Agreement and discuss with Bob Lochhead, attorney for CIT Group (.6); Telephone conference with Joel Marker regarding Bank of America vehicles (.2)	DJP	0.80	156.00
11-05-02	Meeting with Mike Emery and Tom Beckett regarding order in tradeback and discussion of settlement and revise order	PB	3.20	800.00
11-06-02	Review e-mail from Joel Marker regarding Bank of America tracks subject to Tradeback Agreement	DJP	0.30	58.50
11-07-02	Calls from Mike Emery regarding hearing on tradebacks and possible settlement (.2); conference with P. Billings regarding hearing and conference calls to Scott Goldstein and Mike Emery (2 calls) regarding strategy regarding delaying entry of order to file motion to allow settlement (.8); call from Scott Goldstein regarding status of order (.2)	GEJ	1.20	258.00

Fabian & Clendenin

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
11-07-02	Telephone conference with Gerald Suniville regarding Key Corp leases subject to Tradeback (.3); Telephone conference with attorney for IBJ Whitehall regarding Tradeback (.2)	DJP	0.50	97.50
11-07-02	Discussion with Mike Emery and Gary Jubber regarding settlement and motion to be filed by Freightliner and Central	PB	1.50	375.00
11-08-02	Study joint motion for stay of order and to allow settlement discussions from Mike Emery (.3); conference with P. Billings regarding Central and Freightliner motion for extension of time to settle and analysis regarding same (.5)	GEJ	0.80	172.00
11-08-02	Review letter from Chris Schmutz and draft new letter to counsel for MBC Leasing regarding Tradeback (.7); Telephone conference with attorney fro MBC Leasing regarding Tradeback vehicle information (.25)	DJP	0.95	185.25
11-09-02	Analysis regarding Central and Frieghtliner motion for authority to explore settlement and delay of entry of order	GEJ	0.40	86.00
11-11-02	Analysis regarding proposed Central and Freightliner joint motion to delay entry of order, review comments from Scott Goldstein (.5); calls to and from M. Emery regarding same (.4); analyze revised motion and call to M. Emery with amounts (.4)	GEJ	1.30	279.50

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Dick Simon Trucking

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Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
11-12-02	Calls to Mike Emery regarding motion to delay entry of order (.3); conference call to Mike Emery regarding motion and possible adverse affect upon tradebacks, extension and tolling (.4); conference with P. Billings regarding strategy for hearing (.2)	GEJ	0.90	193.50
11-12-02	Discussion with Mike Emery; discussion with Tom Beckett regarding Freightliner settlement (1.1); review of latest draft and discussion with Mike Emery (.3)	PB	1.40	350.00
11-13-02	Review correspondence from Mike Emery and call to Mike regarding hearing and funding of liability coverage (.3); call from Mike Emery regarding U.S. Trustee's position and payment (.4); review correspondence from Mike Emery regarding D&O coverage (.2); calls from T. Beckett regarding motion and hearing (.1); call to Mike Emery regarding same (.1); negotiations with T. Beckett regarding tolling of Tradeback Agreement (.5); call to P. Billings regarding same (.2); call from Tom Beckett regarding cancellation of hearing and settlement (.4); check on information for auction; call from Tom Beckett regarding Freightliner's refusal to toll (.3)	GEJ	2.50	537.50
11-13-02	Review letter from George Pratt regarding Wells Fargo vehicles subject to Tradeback (.3); Telephone call to attorney for lessor (.2); Review responses from lessors (.3)	DJP	0.80	156.00
11-13-02	Discussion with Gary Jubber regarding			

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
	Freightliner settlement	PB	0.40	100.00
11-14-02	Call to Mike Emery regarding status of negotiation with T. Beckett and cancellation of hearing (.3); call from M. Emery regarding revised proposal (.2); call to P. Billings regarding new proposal (.1)	GEJ	0.60	129.00
11-14-02	Review and analyze information regarding indemnity of current owners on lessees (.8); Review tradeback documents (.5)	DJP	1.30	253.50
11-15-02	Several calls from Mike Emery regarding motion to extend entry of order and status of negotiations with T. Beckett (.7); call from T. Beckett regarding motion and extension of period (.4); call from P. Billings regarding status of negotiations and entry of order (.3); conference with D. J. Payne regarding 2004 exams and information for auction (.3)	GEJ	1.70	365.50
11-15-02	Telephone conference with Paul Wachter of Taylor & Martin regarding MBC Leasing vehicles subject to Tradeback (.2); Draft letter to Paul Wachter regarding same (.2); Draft letters to Mark Gaylord and Bob Lochhead regarding Tradeback vehicles (.8)	DJP	1.20	234.00
11-18-02	Call from Scott Goldstein regarding motion to delay entry of order and motion to assign 401(k) plan (.3); several calls to Mike Emery regarding motion and hearing on delayed entry of order and changing date of auction (.3); to court			

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
	for hearing on motion (.8); call to M. Emery regarding pleadings (.2); call to P. Billings regarding hearing (.2)	GEJ	1.80	387.00
11-18-02	Telephone conference with Mark Gaylord regarding MBC Leasing vehicles subject to Tradeback Agreement (.2); Telephone conference with other lessor's counsel and investigate ownership of vehicles (.5)	DJP	0.70	136.50
11-19-02	Review printout of trade procedures from Taylor & Martin (.4); Telephone conference with Jeff Shields regarding Dime Commercial (.2); Telephone conference with counsel for lessors regarding identify of owners of Tradeback vehicles (.3)	DJP	0.90	175.50
11-19-02	Analysis regarding Freightliner/Central negotiations and strategy regarding settlement	GEJ	0.20	43.00
11-21-02	Telephone conference with attorney for IBJ Whitehall regarding tradeback vehicles (.2); Draft e-mails to M. Kai regarding same (.2)	DJP	0.40	78.00
11-22-02	Review correspondence from Bob Lochhead regarding CIT Group tradeback vehicles (.2); Draft letter to George Pratt (.2)	DJP	0.20	39.00
11-25-02	Telephone conference with Joe Hamilton, attorney, regarding tradeback documents	DJP	0.20	39.00
11-26-02	Tradebacks: discussion with Mike Emery; discussion with Rob Goates and Scott Goldstein; review of prior settlement			

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
	offers exchanged between Central and Freightliner; discussion with Tom Beckett and Gary Jubber	PB	2.60	650.00
11-26-02	Conference call with Tom Beckett regarding negotiations toward settlement of Freightliner issues (.7); analysis regarding settlement strategy (.4); factual analysis regarding estate's claim against Central for fees incurred (.3)	GEJ	1.40	301.00
11-27-02	Draft letter to Judge Clark regarding tradeback agreements (.2)	PB	0.20	50.00
11-27-02	Conference with P. Billings regarding status of negotiations and correspondence to court regarding order	GEJ	0.30	64.50
12-02-02	E-mail from T. Beckett regarding auction and prepare reply	GEJ	0.20	43.00
12-03-02	Call from Mike Emery regarding status of auction	GEJ	0.30	64.50
12-04-02	Check on entry of order authorizing auction (.1); call from Gil Miller regarding order (.1); analysis regarding e-mail from T. Beckett regarding auction, escrow and severability issues (.4); call to P. Billings regarding same and respond to e-mail (.5)	GEJ	1.10	236.50
12-04-02	Review e-mail from Matt Kye regarding IBJ vehicles (.2); Follow up on vehicle ownership investigation (.6)	DJP	0.80	156.00
12-05-02	E-mail from T. Beckett regarding auction and sale of non-Central Tradebacks	GEJ	0.20	43.00

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
12-06-02	Call from Mike Emery motion for stay of auction (.2); review e-mail from T. Beckett regarding escrow and e-mail to P. Billings regarding Central motion (.4); review pleadings (.2); call from M. Emery regarding motion (.3)	GEJ	1.10	236.50
12-09-02	Analysis regarding Central motion for stay and check on hearing (.4); study motion and analysis regarding irreparable harm and dissipation of asset (.5)	GEJ	0.90	193.50
12-09-02	Analyze tradeback agreements and discuss same with P. B. Badger	DJP	0.50	97.50
12-09-02	Freightliner/tradebacks; discussion with Scott Goldstein; discussion with Gary Jubber; review of Central's motion; discussion with Tom Beckett; discussion with Mike Emery	PB	2.30	575.00
12-10-02	Analysis regarding Central motion for stay and Freightliner response and prepare for hearing (.5); to hearing on Central motion for stay of auction (1.0); conference with Wes Harris and conference call with Scott Goldstein (.3)	GEJ	1.80	387.00
12-10-02	Analyze information regarding owners of vehicles and follow up regarding same	DJP	2.20	429.00
12-10-02	Preparation for and attending hearing on Central's motion to stay auction; discussion with Tom Beckett; discussion with Mike Emery; phone discussion with Scott Goldstein and Wes Harris	PB	2.30	575.00

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
12-11-02	Review draft order and analysis regarding effect on December 3 Order	GEJ	0.40	86.00
12-11-02	New trial order; review draft by Mike Emery; discussion with Gary Jubber; draft suggested changes; discussion with Beckett	PB	1.80	450.00
12-12-02	Discussion with Tom Beckett; discussion with Mike Emery regarding Freightliner issues and draft order	PB	1.50	375.00
12-17-02	Calls from Tom Beckett regarding order	GEJ	0.20	43.00
12-17-02	Analyze lease and buyback issues	DJP	0.70	136.50
12-18-02	Work on gathering documents regarding executory leases	HRF	3.00	255.00
12-19-02	Continue work on gathering documents for executory leases	HRF	3.00	255.00
12-20-02	Continue work on gathering documents regarding executory leases	HRF	4.00	340.00
12-23-02	Work on gathering pleadings regarding executory leases	HRF	1.00	85.00
12-24-02	Continue working on pleading retrieval and organization for P. Billings project regarding executory leases	HRF	3.00	255.00
12-26-02	Continue working on P. Billings project regarding executory leases	HRF	3.00	255.00
12-27-02	Continue work on collecting pleadings	HRF	2.00	170.00
12-30-02	Continue work on collecting pleadings			

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
	regarding executory contracts and leases	HRF	3.25	276.25
12-31-02	Analyze draft of letter to administrative lease claimants (.8); Work on list of counsel for administrative lease document letter (.4); Conference with P. Billings regarding lease rejected issues (.3)	DJP	1.50	292.50
01-13-03	Check on tradeback hearing and conference with Wes Harris (.2); conference with P. Billings regarding hearing (.2)	GEJ	0.40	86.00
01-17-03	Conference with P. Billings regarding NOL question; review law on G reorganizations	JBB	0.64	137.60
01-17-03	Preparation for and attendance at hearing on Tradebacks, discussion with Mike Emery and Tom Beckett	PB	7.10	1,775.00
01-24-03	Correspondence from Schneider regarding accounts receivables	GEJ	0.20	43.00
02-10-03	Attend hearing on Freightliner / Center trade-back and brief research	PB	7.00	1,750.00
02-12-03	Attending closing report in trade-back hearing	PB	2.80	700.00
02-13-03	Researched executory contract issue (1.35); researched legislative history of 11 U.S.C. section 365 to determine intent behind using phrase "executory contract" (1.5)	KJL	2.85	342.00
02-13-03	Review Freightliner's memo and draft memo regarding Committee position on trade-backs as executory contracts	PB	4.80	1,200.00

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
02-13-03	Review and revise memorandum on tradeback and analyze executory contract issue	DJP	0.80	156.00
02-14-03	Researched "executory" contract (1.5); finished drafting memorandum, edited memorandum (2.5)	KJL	4.00	480.00
02-14-03	Edit memo on evicting contractor and discussion with K. J. Latimer	PB	1.80	450.00
	Subtotal			24,233.10

**CASE ADMINISTRATION
(Matter No. 5)**

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
005 : Case Administration				
10-23-02	Continue work on vehicle lease tracking	HRF	1.50	127.50
10-31-02	Call from Debbie Fletcher regarding status of case and effect of court's ruling on Freightliner	GEJ	0.40	86.00
11-01-02	Calls to and from Wes Harris regarding debtors' motion to assume and assign 401(k) plan and trust (.4); call to court for hearing date (.1); arrange for mailing (.2)	GEJ	0.90	193.50
11-12-02	Correspondence and calls with Rob Goates regarding reply from SEC on No action request.	JMC	0.25	31.25
11-14-02	Meeting with Gary Jubber regarding SEC denial and next steps; meeting with V. A. Pollak regarding next steps after SEC denial of no action request.	JMC	0.30	37.50
11-15-02	Conference with J. M. Climaco regarding SEC's denial of request to terminate reporting	GEJ	0.30	64.50
11-19-02	Calls from Scott Goldstein regarding motion to transfer 401(k) and conference call with Julie VanderWheil regarding transfer motion (.4)	GEJ	0.40	86.00
12-04-02	Call with Rob Goates regarding decision on future '34 act reporting requirements.	JMC	0.20	25.00
12-12-02	Meeting with P. Billings regarding filing bankruptcy reports as Form 8-K; email to			

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
	Rob Goates.	JMC	0.30	37.50
12-13-02	Analysis regarding SEC responses to request for no action letter and study Rob Goates e-mail (.6); Conference with P. Billings regarding possible relief from Bankruptcy Court regarding SEC issues and call to Scott Goldstein and conference with V. A. Pollak regarding satisfying SEC (.8)	GEJ	1.40	301.00
12-13-02	Conference with P. Billings and G. E. Jubber regarding SEC filing obligations; review correspondence	VAP	0.30	61.50
12-13-02	Review of e-mail from Rob Goates regarding SEC issues; review of correspondence with SEC; draft letter to Rob Goates; discussion with Scott Goldstein, Victor Pollak and Gary Jubber	PB	3.00	750.00
12-14-02	Emails from P. Billings and V. A. Pollak; call to P. Billings and V. A. Pollak; draft letter to Rob Goates regarding reporting.	JMC	2.00	250.00
12-16-02	Review proposed response to Rob Goates regarding SEC reporting and no action letter from SEC	GEJ	0.40	86.00
12-16-02	Review draft letter to client; teleconference with J. M. Climaco regarding SEC reporting	VAP	0.20	41.00
12-18-02	SEC issues; discussion with Scott Goldstein; discussion with Victor Pollak; discussion with Rob Goates	PB	0.50	125.00

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
12-19-02	SEC issues; discussion with Rob Goates, Scott Goldstein; draft letter	PB	2.50	625.00
12-31-02	Finalize pleadings collection and create index to pleadings	HRF	3.50	297.50
01-08-03	Call from Mark Ledwin regarding status of case, plan and possible distribution	GEJ	0.30	64.50
01-20-03	Telephone message to Gil Miller; reveiw requiements for reorganization and retrenion of the NOL	JBB	0.86	184.90
01-21-03	Telephone conversation with Gil and Barbara (.4); review options to use NOL (1.5); e-mail message to P. Billings (.3)	JBB	2.22	477.30
02-05-03	Review memo; conference with accountants regarding NOL	JBB	1.55	333.25
	Subtotal			4,285.70

**CLAIMS ADMINISTRATION &
OBJECTIONS
(Matter No. 6)**

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
006 : Claims Administration & Objections				
10-25-02	Review and analyze memo regarding administrative claims; conference with P. Billings	MLA	1.30	201.50
11-01-02	Discussion with Kim Gage regarding tradeback and administrative claims	PB	0.50	125.00
11-01-02	Research the requirement for an administrative claim to have arisen from a post-petition transaction with conference with P. Billings	MLA	1.60	248.00
11-08-02	Research case law in 10th circuit law regarding need for a new transaction (1.9); review and analyze cases (2.2); conference with P. Billings (.4)	MLA	4.50	697.50
11-11-02	Analysis of obligation to pay for use of vehicle under rejected lease	DJP	0.20	39.00
11-11-02	Review of trade payables (.4); discussion with Gil Miller (.2)	PB	0.60	150.00
11-11-02	Discussion with Mike Emery regarding settlement and comments on motion (.8) review of research on administrative claims (1.5)	PB	2.30	575.00
11-11-02	Review research (.2); draft notes on same (.2); conference with P. Billings regarding transaction requirement and call to Debtor's counsel (.2); search for cases where DIP used equipment after notice of rejection (5.1)	MLA	5.70	883.50

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
11-12-02	Continue searching Lexis database for cases regarding post-notice of rejection use and administrative claim therefor (2.6); review and analyze annotations for post-rejection/notice of termination use of letter from leased equipment (.7)	MLA	3.30	511.50
11-14-02	Continue reviewing cases on use after notice of rejection (1.5); search for law regarding views on same topic (.5)	MLA	2.00	310.00
11-15-02	Call from Susan at Kenworth Sales regarding claim and deadline to file claim	GEJ	0.20	43.00
11-19-02	Analysis regarding administrative claim for lessors	GEJ	0.40	86.00
11-19-02	Search United States Code annotations regarding rejection (.7); gather cases and research for G. E. Jubber (.3); report to P. Billings (.1)	MLA	1.10	170.50
11-20-02	Search United States Code annotations for cases relevant to rejection scenario (.5)	MLA	0.50	77.50
11-25-02	Research on administrative claims and Section 365(d)(10) (2.5); discussion with Matt Anderson regarding additional research (.4); discussion with Dan Doyle regarding administrative claims (.3); give assignment to Holly Freeman (.4); meeting with Gil Miller, Gary Jubber and Burk Reynolds regarding administrative claims, claim register; Freightliner call to Dan Doyle and call to Scott Goldstein (2.8); research (1.2)	PB	6.60	1,650.00

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
11-25-02	Legal analysis regarding lessor administrative claims and study 10th Circuit cases (1.3); meeting with Gil Miller and Burk Reynolds regarding lessor claims, Frieghtliner claim, possible settlement with Central and Freightliner and strategy (2.3)	GEJ	3.60	774.00
11-25-02	Investigate legislative research form 365(d)(10) (1.0); meet with Gill Miller, P. Billings and G. E. Jubber (.6)	MLA	1.60	248.00
11-25-02	Research file and docket regarding stipulations and orders on leases, and office conference with P. Billings regarding findings	HRF	4.00	340.00
11-26-02	Review of Thermo King motion (.4); discussion with Rob Goates (.3); discussion with Scott Goldstein and discussion with Gary Jubber and discussion with Gil Miller regarding proofs of claim (.6)	PB	1.30	325.00
11-26-02	Analysis regarding priority claims and possible objections (1.2); legal research and analysis regarding objection to administrative claims on basis that leases are disguised financing arrangments (.7); study claims analysis for PricewaterhouseCoopers (.2)	GEJ	2.10	451.50
11-26-02	Research, read and analyze cases on 365(d)(10) (3.4); research and gather cases on lease vs. secured transaction (.5); research, review and analyze cases on interplay between 365(d)(10) and 503(b); report to P. Billings (2.7)	MLA	6.60	1,023.00

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Dick Simon Trucking

ID# 22037-00001- GEJ

Re: Chapter 11 Unsecured Creditor's Committee

Date	Description of Services	Atty	Hours	Amount
11-26-02	Continue research regarding lease stipulations and orders	HRF	1.00	85.00
11-27-02	Review of material gathered by Holly Freeman regarding lessor claims (1.2)	PB	1.20	300.00
11-27-02	Review and analyze commentary on executory contracts (1.1)	MLA	1.10	170.50
11-27-02	Finalize lease stipulation and order research	HRF	2.00	170.00
12-02-02	Analysis regarding Thermo King motion for allowance of administration claim and calls to Rob Goates and Scott Goldstein regarding claim	GEJ	0.40	86.00
12-04-02	Calls from Wes Harris regarding Thermo King administrative claim	GEJ	0.30	64.50
12-05-02	Analysis regarding claims register (.3); to meeting with Gil Miller and accountants at PricewaterhouseCoopers regarding priority, administrative and unsecured claims (1.8)	GEJ	2.10	451.50
12-06-02	Call from Rob Prince regarding supporting documentation for Thermo King administrative claim and extension of time for objections (.3); call to Wes Harris and call back to Rob Prince (.2); prepare correspondence to Rob Prince to confirm extension (.1); analysis regarding administrative claim (.2)	GEJ	0.80	172.00
12-07-02	Study transcripts of early hearings regarding representations that lessors			